
THE CORPORATION JOURNAL

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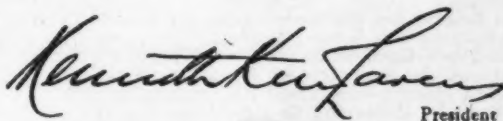
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THE CORPORATION TRUST COMPANY AND AFFILIATED COMPANIES

The policy of The Corporation Trust Company in all matters relating to the incorporation, qualification, statutory representation, and maintenance of corporations, is to deal exclusively with members of the bar.

New York's New Corporation Laws

THE Legislature has enacted an entirely new Stock Corporation Law, amended the General Corporation Law and repealed a large part of the Business Corporation Law. Many new forms are now necessary. Pamphlet copies of the amendments may be had without charge at any of our offices. Members of the bar will find our Albany representative and our New York office especially well equipped to assist them in preparing and filing papers under the new laws, all of which go into effect on October first.


President

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THE CORPORATION TRUST COMPANY

37 Wall Street, New York

Affiliated with

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15 Exchange Place, Jersey City

Organized 1892

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WILMINGTON, DELAWARE
(The Corporation Trust Co. of America)

DEPARTMENTS

Corporation Department—Assists attorneys in the incorporation of companies and in the licensing of foreign corporations to do business in every state and Canadian province, and subsequently furnishes annual statutory representation service, including office or agent required by statute.

Report and Tax Department—Notifies attorneys when to hold meetings, file corporation reports, and pay state taxes in every state and Canadian province.

Legislative Department—Reports on pending legislation; furnishes copies of bills and of new laws enacted by Congress.

Trust Department—Acts as trustee under deed of trust, custodian of securities, escrow despositary and despositary for reorganization committees.

Transfer Department—Acts as registrar and transfer agent of stocks, bonds and notes.

Federal Department—Reports decisions of the United States Supreme Court and rulings of the various Government departments. Furnishes agent at Washington for common carriers to accept service of orders, process, etc., of Interstate Commerce Commission.

SERVICES

Federal Income Tax Service—Reports the Federal Income Tax Law and the official regulations, etc., bearing thereon.

Federal War Tax Service—Reports the Excess Profits Tax Law and practically all the other strictly Internal Revenue Tax Laws, except the Income Tax Law, due to the war, and the official regulations, etc., bearing thereon. (Does not touch on law provisions and regulations having to do with wine, spirits, soft drinks, tobacco, narcotics or child labor.)

New York Income Tax Service—Reports the New York Personal and Corporation Income Tax Laws and the official regulations, etc., bearing thereon.

Federal Reserve Act Service—Reports the Federal Reserve Act and the official regulations, etc., bearing thereon.

Federal Trade Commission Service—Reports the Federal Trade Commission Act and the Federal Anti-Trust Act (the Clayton Act) and the official orders, rulings, complaints, etc., bearing thereon.

Stock Transfer Guide and Service—Embodies extracts from the statutes and decisions of the various states and jurisdictions relating to transfers of a corporation's stock by executors, administrators, and guardians. Gives uniform requirements of the New York Stock Transfer Association, inheritance tax rates, and law provisions showing whether or not it is necessary to procure waivers or court orders. Reports new and amendatory legislation affecting stock transfers.

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Edited by John H. Sears of the New York Bar

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STAMP TAXES AND STOCK TRANSFER AGENCY WORK

Stamp taxes are fast adding greatly to the complexities and burdens of stock transfers. Four states besides the Federal government, now impose stamp taxes. These states are New York, Massachusetts, Pennsylvania and South Carolina. The South Carolina law became effective May 1, 1923. It differs from laws of other states, in that in addition to requirements with respect to transfers of stock it imposes a tax on original issue. For the text of this new law, see the Stock Transfer Guide & Service published by The Corporation Trust Company. This publication will also contain the table of answers to questions relating to stamp taxes recently compiled by the New York Stock Transfer Association. This compilation represents a distinct advance in assisting transfer agents and others in determining when a proposed transfer is subject to stamp tax and when it is not. The matter is arranged in question and answer form under headings, such as trustees, executors, guardians, joint tenants, partnerships, corporations, etc.

Domestic Corporations

California

Profit Sharing Securities Are in Effect Preferred Stock without the right to vote. In the instant case the refusal of the commissioner of corporations to approve an issuance of the same on the ground that it was a scheme to increase the capital stock without compliance with the laws relating thereto was upheld by the Supreme Court of California. *Apartment Bldg. Co. v. Daugherty, Com'r. of Corporations*, 213 Pac. 983.

Colorado

A By-Law May Be Repealed by the Acquiescence of Stockholders where the by-law was for the protection of the stockholders. Such acquiescence may be evidenced by a uniform practice to disregard it; but once to disregard the by-laws does not suggest a uniform practice and hence does not work a repeal. *Laybourn v. Wrape*, 211 Pac. 367.

Georgia

Right of Pledgee to Stock Pledged in Breach of Trust. One to whom a stock certificate assigned in blank was intrusted for a specific purpose, pledged it for his own debt; held that the pledgee acquired no right in the certificate as against the owner. *Turner v. Williams*, 116 S. E. 553.

Indiana

Interlocking Directorate. That two corporations have a majority of the whole membership of their board of directors in common does not necessarily render transactions between them void in the absence of other facts showing fraud, especially when the stockholders consent to all that is done. *Public Service Commission v. City of Indianapolis*, 137 N. E. 705.

Kentucky

Transfer of Stock. A corporation which has knowledge of a pledgee's lien on stock is liable in damages to the pledgee if it transfers the stock to another, without saving pledgee's lien. The pledgee is not required to proceed against the purchasers who also had knowledge of the lien; he may look directly to the corporation. *Mackenzie v. A. Engelhard & Sons Co.*, 286 Fed. 813.

Louisiana

Denial of Stockholder's Title to Stock Not Ground for Appointment of Receiver. Refusal to recognize one as a stockholder

is a violation of his charter rights but that alone is not a ground for the appointment of a receiver. There is a further requirement that such action shall result in putting the interest of the stockholder in imminent danger. (Act 159 of 1898, Sec. 11.) This means more than contesting his title to the stock, especially when the contest is on reasonable grounds and not merely the arbitrary act of the officers of the corporation. It means some serious injury as a result of mismanagement, abuse, etc., which would affect his financial interest in the corporation. *Reynaud v. Uncle Sam Planting & Mfg. Co.*, 94 So. 405.

Minnesota

Rescission of Contract to Form a Corporation. The plaintiff and the defendant, a lawyer, entered into an agreement to form a corporation. Under the contract each was to contribute property to the corporation and to receive an equal share of the stock. The corporation was formed and the plaintiff and defendant received an equal amount of stock but one share of stock was also given to each of two persons who were nominees of the defendant; the defendant therefore obtained control of the corporation and ultimately ousted the plaintiff. Held that the plaintiff was not limited to an action for damages but might rescind and recover back that with which he had parted. This for the reason that he failed to comprehend the situation created by the introduction of the defendant's nominees as stockholders and directors and relying on the defendant's integrity and superior knowledge of legal matters was led to believe that the terms of the contract were being carried out in spirit though not in form. *Schultz v. Spicer*, 191 N. W. 423.

The Constitutional Exemption of Stockholders from Liability is not applicable if the corporation under its articles can carry on any other business but manufacturing and operations incidental to or allied therewith. A corporation empowered in its charter to manufacture dairy products and to buy and sell cattle is not exclusively engaged in manufacturing, hence its stockholders are not entitled to the constitutional exemption. *Kremer v. Tellin*, 191 N. W. 735.

Montana

Conditional Acceptance of Pro Rata Share of New Stock Insufficient. Where a stockholder had a right to share pro rata in an issue of new stock upon payment of the purchase price to the corporation at Kansas City, his proposal that the certificates should be sent to any bank in another city and delivered to him upon payment of the price to the bank, was nothing more than a conditional acceptance of the offer of the corporation and hence no acceptance at all; consequently the time in which he could have made an unconditional acceptance having expired he lost his right to share in the new stock. *Hills v. Mutual Oil Co.*, 211 Pac. 314.

When Tender of Price of Stock Unnecessary. A stockholder whose right to his stock is being challenged by the corporation is not obliged to tender the purchase price of his pro rata share of new stock, for such a tender would be a useless act, since it is obvious that the tender would be refused by the corporation. He is required only to hold himself ready, willing and able to pay. *Hills v. Mutual Oil Co.*, 211 Pac. 314.

New York

Claim Assigned to Corporation for Purposes of Suit Is Enforceable by the corporation where there is no evidence that the corporation solicited the assignment. It is the *solicitation* of claims for the purpose of bringing suit that is condemned by section 280 of the Penal Law. *Watertown Business Men's Ass'n. v. Green*, 198 N. Y. Supp. 871.

Money Borrowed by Stockholder for Use of Corporation Is a Corporate Debt. One, Walsh, with three others organized a corporation and Walsh, in order to supply the necessary capital, borrowed from the bank on his own security. Instead of paying the money directly into the treasury it was divided equally between the incorporators and used to pay for stock issued to them by the corporation. Walsh took a note from each of his associates which provided that any dividends earned by the corporation should be used to liquidate the indebtedness represented thereby. The Supreme Court said: "Looking at the actualities and ignoring the form employed when the money was borrowed, it is manifest that the money was borrowed by Walsh for the benefit of the corporation so that it might begin the business for which it was incorporated. The loan thus became a corporate obligation. The defendant Walsh, it seems to me, should not be penalized for his magnanimity in securing a loan upon his personal credit, without which the business venture could never have had inception." *Egan v. Walsh*, 120 N. Y. Misc. 360.

North Carolina

Holders of Preferred Stock Have No Priority Over Creditors unless by contract with the directors acting, not under general powers, but by virtue of legislative authority clearly and definitely conferred. So in the instant case where there was no such contract the charter was held to authorize a priority of preferred stock over common stock only and not priority over creditors. *Kinston Cotton Mills v. Wachovia Bank & Trust Co.*, 115 S. E. 883.

Pennsylvania

A Corporation Is Not Liable to Its President, for the expense to which he was put in defending himself against a criminal charge of causing a fraudulent federal tax return to be made for the cor-

poration; especially where it does not appear that the returns so made were correct returns, or, if incorrect, that this was the result of honest mistake. *Du Puy v. Crucible Steel Co. of America*, 288 Fed. 583.

Rhode Island

Promotion Stock. An agreement between promoters prior to incorporation to issue stock to themselves is not binding on the corporation, and where the stock was issued in the first instance to one promotor in payment of property not shown to have any actual value and by him issued to the others, the transaction is nevertheless in reality an issue of bonus stock by the corporation pursuant to the prior invalid agreement and is a fraud on the corporation. The corporation can repudiate the agreement and recover back the stock and the promoters being guilty of fraud can not demand as a condition to the return the stock that they be paid the reasonable value of their services. *Anderson v. Johnson*, 119 Atl. 642.

South Carolina

Right of Corporation to Keep Books Outside State. A South Carolina corporation is required by statute to keep its principal office in the State and stockholders have the right to inspect the books of the corporation at that office. So where a domestic corporation kept its books in its New York office it could be compelled by mandamus to bring them into the State. However, the right to inspect at the principal office in this State does not require the corporation to keep the books at all times in such office: "We hold that the petitioner's right to inspect must be exercised with such promptness and dispatch as are reasonably consistent with the corporation's concurrent right to use the books and records in carrying on the corporate business, and that after such inspection the corporation may return such of the books and records of its New York office as it may deem necessary to the orderly conduct of the company's business." *Self v. Langley Mills*, 115 S. E. 754.

South Dakota

Important Amendment to Corporation Law. By amendment to Section 8835 of the Code of South Dakota, in effect July 1, 1923, the Legislature has removed any question as to the right of a corporation to have a place of business in South Dakota and to transact its main business outside of the state. Doubt in this respect was raised by the decision in *State ex rel Chamberlain v. The Public Drug Co.*, 170 N. W. 161. The amendment, however, specifically provides that the corporation's right to so transact business exists only so long as an agent shall be maintained at its domiciliary office within the state and there is kept therein attested copies of all minutes of all meetings of its stockholders and directors and a

IF YOU SHOULD BE T

If you should be notified tomorrow that you had been named Executor of an estate (or a client should come to you and say he had been so named and desired to retain you in the matter) if the decedent left even a fair estate it would almost certainly include the stocks and bonds of corporations in different states.

Your first step, after an inventory, would be to get those securities transferred out of the decedent's name and into your own name, (or your client's) as Executor.

Looking over the inventory you might find, for example, a certificate of stock in a Connecticut public service company, another in a Pennsylvania railroad, another in an Illinois industrial corporation, another in a California mine, or Oklahoma oil well, or perhaps in a western railroad. You might find registered bonds of an Iowa school district or the city of New York, of a Chicago packing house, a Philadelphia bank, and an industrial institution incorporated in Delaware, or New Jersey or Maine. An estate recently settled in an Indiana county valued at not much over \$30,000 involved the transfer of securities in eleven different states.

No matter how many corporations and how many states are represented by the securities in the inventory, you must, before you can even begin the work of getting the securities out of the decedent's name, find out for each one whether the state in which the company is incorporated levies an inheritance tax applicable to this estate, how much it will be and how to go about settling it.

Then you must learn in what state each corporation has its transfer office and whether that state levies a transfer tax and how much, and whether it forbids the transfer without a waiver or consent from its own proper official.

The statutes of all the different states represented—be they eleven or twice eleven, depending on how diversified were the decedent's investments—must be consulted.

Even if you have all the required statutes at hand and finally get sifted

out from them just the sections which are needed, you cannot, in many cases, perhaps most of them, feel sure that there are no later amendments or new laws. You will most probably end by writing to an official in each state for the latest information and then there will follow a series of waits for replies. As different states delegate inheritance and estate matters to different departments, your letter may have been addressed to an official not interested and have to wait to be forwarded to the proper department. Often the information, when received, will be incomplete, or will require you to write another department for forms.

In an address before the National Tax Association, Mr. William B. Belknap, of Kentucky, an authority on taxes, stated that after investigation among trust companies and estate attorneys he found great difficulties of getting transfers of decedents' securities to be growing more and more complicated and to fall as heavily on the smaller estates as on the large ones. "Upon most small estates," he said, "the cost of finding out what the tax is and of securing waivers exceeds the tax itself."

... One of the attorneys was telling me of a typical case he had of a small estate with a little stock in a Michigan corporation. It cost him \$13 in fees, not to mention his time, to find out that there was no tax on it, and that amounted to about thirty percent of the value of the stock."

THE CORPORATION

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TIFIED TOMORROW—

is these very difficulties that The Stock Transfer Guide and Service will help you through.

In the Guide you can turn with one question of the hand to a simple, clear statement of the requirements under the laws, regulations and established practice of each state in the Union. In simple question and answer form you will see at once whether the state levies an inheritance tax applicable to the security in which you are interested, and if so the rates at which you are to figure the tax. You will see the name and address of the department (or departments, if, as in some states, there is more than one involved) to which you may write for forms, the fees to be enclosed, and any other details.

Without stepping out of your own shoes, without having to write a letter or wait for anyone's reply, you can see just what to do in the case of each different security.

Not only that, but you can also turn once to the Uniform Requirements of the New York Stock Transfer Association, which is composed of the leading transfer agents of the country and whose regulations are accepted as standard practice. There you will see just what conditions the transfer agent imposes, under each set of circumstances, for the protection of the corporation; what guarantees, affidavit or other documents he

will demand before making the transfer for you—and in what form the certificate and its accompanying documents should be submitted in order to avoid any delay in transfer.

Still more, the Guide supplies a list of all securities listed on the New York Stock Exchange, the state of incorporation of the company issuing each, its transfer agent and, if there is one, its co-transfer agent, and exactly what waivers each of them requires. Thus, in case there is a difference between the waiver requirements of agent and co-agent, because of location in different states, you may send your transfer to the one imposing the least difficulties.

All this information is in loose-leaf form, kept constantly up to date by new pages forwarded for substitution whenever changes occur.

In the settlement of a single estate The Stock Transfer Guide and Service may easily save you or your client many times its small cost, both in cash and time.

It is the official guide of the New York Stock Transfer Association and is used by leading transfer agents everywhere in passing on each requested transfer. Its consultation, therefore, by you in preparing your application for transfer ensures your doing exactly what the transfer agent, when he receives your application, will demand to see done.

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CITY & STATE

record of its stockholders, and in addition, shall annually and before the 20th of January deposit in the domiciliary office, and with its resident agent, an annual report.

These amendments appear to emphasize the importance of reliable representation in South Dakota,—the kind furnished by the Corporation Trust Company.

Texas

Power of Corporation. A corporation chartered as a warehouse and elevator company may lawfully engage in buying and selling produce when expressly authorized by its charter to do so even though it does not actually own or operate elevators or warehouses. The corporation is not required to exercise all the powers granted in order to legalize the exercise of any particular one or more of such powers. *Mercedes Produce Co. v. Roddy*, 249 S. W. 249.

Special Business Need Not Be Stated in the Notice of a Special Meeting unless there is a provision in the charter or by-laws restricting the powers of the trustees at such a meeting or requiring that the purpose be stated in the notice. *Homan v. Fir Products Co.*, 212 Pac. 240.

Compensation of Officers. Where the compensation to an officer of a corporation has been fixed by the board of trustees for a definite period, and by the consent of all concerned the services are continued after the termination of such fixed period, the compensation shall be at the rate fixed by the board, unless the services are performed under such circumstances as will estop, the corporation from disputing the right to receive a different compensation. *Hotel Barker Co. v. Walston*, 213 Pac. 458.

President of Corporation Criminally Liable for Misappropriation of Money. The defendant, president of a mortgage loan corporation, directed an employee of the corporation to deposit in its bank account a check made payable to it in satisfaction of a mortgage. The proceeds of the check in fact belonged to a customer of the corporation to whom the mortgage had been sold. At the time the deposit was made the corporation was in financial difficulties and the bank had refused to make further advances. The defendant had knowledge of these facts when he directed that the check be deposited. Subsequently the corporation became bankrupt and the customer lost his money. Held that the president, because of his direct participation in the wrongful act, was guilty of larceny. *State v. Thomas*, 212 Pac. 253.

Wisconsin

A Transfer of All the Property of an Insolvent Corporation to a trustee who is given power to administer it only as a committee of creditors may direct, is not invalid as an attempted delegation

of the non-delegable duties of the directors, since the trust was executed by the corporation in order to save its property from a forced sale under bankruptcy proceedings and none of the creditors objected. The corporation is estopped from attacking the trust because it accepted the benefits and the trustee had incurred liabilities thereunder. *Perfex Radiator Co. v. Geotz*, 191 N. W. 755.

Wyoming

Interlocking Directorates. The fact that two corporations have the same directors and managers does not prevent them from dealing with each other, but such dealings are subject to close scrutiny by the courts and when assailed as fraudulent the burden is on those who would sustain them to establish their fairness. *Omar Oil & Gas Co. v. Blair Oil Co.*, 285 Fed. 588.

Foreign Corporations

Alabama

Conditional Sale of Piano Outside State Not Doing Business. *Montgomery Ward & Co.* is a "mail order house" located in Chicago, Illinois. It is not licensed to do business in Alabama. Cox, a resident of Alabama, signed and mailed to the Chicago office a printed order blank in which he agreed to take a piano on 30 days trial further agreeing that on the expiration of that period he would either buy the piano and pay for it in installments at a stated price plus freight, or return it; title in any event was to remain in *Montgomery Ward & Co.* until it was fully paid for. The order was approved at Chicago and the piano shipped. Before the 30 day period expired Cox exercised his option to purchase and made the initial payments. Shortly thereafter a creditor of Cox's attached the piano and *Montgomery Ward & Co.* intervened to protect its property. Held that it could do so even though it had not qualified, as the transaction with Cox was a conditional sale in Illinois and did not constitute doing business in Alabama. *Smith & Fay v. Montgomery Ward & Co.*, 96 So. 231.

Connecticut

Service by Foreign Attachment. The defendant Express Company, a foreign corporation, sells money orders in Hartford, Connecticut, through its agent the United States Bank. The plaintiff purchased a money order from the bank for the sole purpose of creating a debt from the United States Bank to the defendant which might be attached by foreign attachment, thus bringing the defendant within the jurisdiction of the Connecticut courts. The service was in accordance with the statutory requirements for at-

taching an indebtedness due from a resident bank to a nonresident defendant. This service was attacked by the Express Company on the ground that it had been obtained through an improper scheme or device calculated to lure the defendant into the jurisdiction. Held that the service was valid. *Siro v. American Express Co.*, 121 Atl. 280.

Minnesota

Mining Is Not Interstate Commerce but like manufacturing is a local business subject to local regulation and taxation. *Oliver Iron Mining Co. v. Lord* (U. S. Supreme Court May 7, 1923, not yet officially reported.)

Missouri

Sale to One Who Is to Devote His Exclusive Time in Reselling in State, Not Doing Business. The plaintiff foreign corporation is engaged in the manufacture and sale of patent medicines and has its principal office and factories in Minnesota. It entered into a contract with B. Herman whereby it agreed to sell him f. o. b. cars at Minneapolis such of its products as he should from time to time order. Herman agreed to devote his time exclusively to the sale of those products in a specified territory in Missouri, and to make weekly report of sales and weekly remittances, the latter to be equal to at least one-half of the cash sales. The defendant was to pay all transportation charges and selling expenses. The contract was subject to cancellation upon proper notice by either party and if cancelled the plaintiff agreed to repurchase goods in the hands of the defendant. The contract was signed by Herman in Missouri. The other defendants in the present action executed, also in Missouri, a "bond" guaranteeing the payment of any indebtedness which Herman might incur under the contract. Both the principal contract and the guarantee were approved by the plaintiff in Minnesota. Upon default by Herman this action was brought to recover on the bond. Held that the action could be maintained even though the plaintiff was not qualified to do business since the transaction between the plaintiff and Herman was a sale of goods in Minnesota for resale in Missouri and not a mere sending of goods to Missouri for sale therein by plaintiff through Herman as agent and did not constitute doing business in Missouri. *Heinrich Chemical Co. v. Herman*, 251 S. W. 162.

New Hampshire

Sale of Piano Outside State Not Doing Business. Plaintiff sent an agent into New Hampshire who made an agreement with the defendant by the terms of which he was to pay \$2,500 for an Ampico player piano installed in his residence provided he was satisfied with the piano when he saw it. Defendant went to Boston a few days later, saw the piano, was satisfied with it, and it was

then and there set aside as his property. Held that the sale took place in Boston, Massachusetts, and not in New Hampshire, and hence the selling corporation was not doing business in the latter state. Whether it would have been doing business if the piano had been installed, the court did not feel called upon to decide. *Chickering & Sons & Co. v. Jackson*, 121 Atl. 344.

North Carolina

Shares of Stock Held by a Non-Resident in a Foreign Corporation doing business in North Carolina are subject to attachment even though the certificates are not within the state. *Parks-Cramer Co. v. Southern Express Co.*, 117 S. E. 505.

South Carolina

A Foreign Corporation Need Not Re-Incorporate in South Carolina unless it is a railroad corporation. Compliance with the foreign corporation laws is all that is required to enable it to do business in the state. *Blue Ridge Power Co. v. Southern Ry. Co.*, 115 S. E. 306.

Taxation

Pennsylvania

Emergency Profits Tax. Act 333 Laws of 1923, approved June 28, 1923, imposes a tax of $\frac{1}{4}\%$ per annum for two years on the net income of corporations whose entire business is done in Pennsylvania. If the entire business is not done in Pennsylvania, the tax is based on the proportion allocated to the state in the manner fixed by the statute. Copies of the new law in pamphlet form, may be had without charge, at any of our offices.

Bonus on Capital of Foreign Corporation. Where a foreign corporation doing business in Pennsylvania acquires property located in the state belonging to another foreign corporation doing business there, upon which property the bonus has been paid, the acquiring corporation is not relieved from the payment of the bonus on that property. *Commonwealth v. Merchant Shipbuilding Corp.*, 11 P. C. R. 454.

Vermont

Tax on Insurance Premiums where Policy Was Secured Outside State, Invalid. The International Paper Company, a foreign corporation, by a contract made in its New York office insured its property in the state of Vermont. All premiums were sent from the New York office to the insurance company in Boston, Massachusetts. Held that a tax imposed by Vermont on the gross premiums paid for the insurance on the property in that state is invalid. *State v. International Paper Co.*, 120 Atl. 900.

Some Important Matters for October and November

This calendar does not purport to cover general taxes or reports to other than state officials, nor those we have been officially advised are not required to be filed. *The State Report and Tax Service* maintained by *The Corporation Trust Company System* sends timely notice to attorneys for subscribing corporations of report and tax matters requiring attention from time to time, furnishing information regarding forms, practices and rulings.

ALABAMA—Capital stock assessment list due between October 1st and 1st Monday in February. Domestic Corporations.

Statement of Real and Personal Property due between October 1st and first day of February. Domestic and Foreign Corporations.

License Taxes on Certain Businesses due October 1st. Domestic and Foreign Corporations.

Annual Privilege Tax—due on or before October 15th. Domestic and Foreign Express Companies and Tel. & Tel. Companies.

ALASKA—Annual Licenses on Certain Occupations due on or before November 1st. Domestic and Foreign Corporations.

FLORIDA—Annual License Tax on Certain Businesses due on or before October 1st. Domestic and Foreign Corporations.

GEORGIA—Certified Statement for Registration due on or before November 1st. Domestic and Foreign Corporations.

KENTUCKY—Assessment Statement, City of Louisville due between September 1st and October 15th. Domestic and Foreign Corporations.

NEW MEXICO—Annual Franchise Tax due on or before November 30th. Domestic and Foreign Corporations.

NORTH CAROLINA—Annual Franchise Fee due on or before first day of October. Domestic Corporations.

OHIO—Annual application for renewal of License under Investment Company law due November 1st. Domestic and Foreign Corporations.

OKLAHOMA—Report of Gross Receipts due on or before October 1st. Domestic and Foreign Corporations.

UTAH—Corporation License Tax due between November 15th and December 15th. Domestic and Foreign Corporations.

WEST VIRGINIA—Privilege Tax Return due during October. Domestic and Foreign Corporations.

CHANGES IN THE INCOME TAX SERVICE FIELD

The Standard Statistics Company of New York has announced to subscribers that it will discontinue its Standard Income Tax Service as of January 1 next, recommending its subscribers to the Federal Income Tax Service of The Corporation Trust Company.

The income tax service of the Standard Statistics Company was the first, and by far the most conscientiously and ably conducted of the services to be established in the wake of The Corporation Trust Company's Federal Income Tax Service. That it is now the first to retire from the field is, we believe, a significant sign.

The Corporation Trust Company established its Federal Income Tax Service immediately following the passage of the Income Tax Law in 1913 as a natural sequence of the service to attorneys and their clients in taxation and corporation matters which has been this company's business from the time of its foundation in 1892.

Ours was the one company so situated as to sense, almost as soon as the income tax amendment to the constitution was adopted, the coming need that would be felt for such a service. Ours was the one company so situated, through its intimate and long established contact with the taxation and corporate requirements of American business, as to be able to originate the best form for such a service. Ours was the one company so situated, with its already complete, expert, country-wide organization, as to be able to bring such a service into being at once.

So we acted, and though others come or go, so long as this Service is needed and we continue to be best fitted to render it, we shall continue to lend the resources of our organization to doing it in the best possible manner.

Amendments to the Charter

How to Make Use of This Company's Assistance

If you have all papers ready for the incorporation or qualification of a company, call a representative of The Corporation Trust Company from the nearest office. He will see that all necessary papers are filed and recorded at the proper times and places, all required notices published, the incorporators' meeting held, furnishing incorporators if desired, that the minute book is properly opened, and that a statutory office is established and maintained where required. If the incorporation is to be in Delaware you may, if you prefer, send the papers and instructions direct to our Wilmington office.

If, however, you desire precedents or further information about any point—for instance as to comparative costs of incorporation and maintenance in various available states; or as to comparative advantages in charter provisions; or as to the most unsuitable phrasing of the Purpose Clause, or the Preferred Stock Clause, or for clauses defining or limiting directors' or stockholders' powers, or other special points; or if you wish to be more certain as to the most economical organization or reorganization plan in point of stamp and income taxes, or as to whether or not the nature of your client's business will require the company to be qualified as a foreign corporation in various states—then you have but to outline the nature of the problem to our representative. He will obtain from our files and bring to you complete, up-to-the-minute information on which to decide correctly every point.

If you are not certain as to the proposed corporate name being available in the state of incorporation and in all the states in which the new company will have to be qualified, our representative will submit the matter to our office in each of those states and bring you the information in a fraction of the time it would take if you tried to handle the matter by correspondence direct with the state departments.

Amending a corporation's charter is, in some respects and under certain conditions, one of the most irritating matters of corporation practice the lawyer is called upon to perform.

Not only is it sometimes tedious for the attorney to search out the particular sections of the statute applicable in a given case, but often after he has done so and submitted his papers in accordance with the apparently proper section, he finds that state officials rule differently on the matter and he must redraft his papers and submit them again.

If the corporation is qualified as a foreign corporation in any states the requirements and procedure as to amendments must be investigated and followed in each of those states, too.

The Corporation Trust Company's assistance takes most of the tediousness, and all of the chances for error or oversight in this work, from the lawyer's shoulders. This company has available for counsel's use not only the statutes of any state, but the accepted official practice in each kind of case, and precedents and forms for all papers. Its offices and representatives in every state will transact all duties in connection with filing with accuracy and despatch.

This particular service is only illustrative of the greater value which The Corporation Trust Company enables counsel to render his client in all corporation matters—in any state. It is for attorneys only—never for laymen.

THE CORPORATION TRUST COMPANY

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